

Company number: 05333020

**Proximagen Neuroscience plc**

**(the "Company")**

**Resolution of the Company**

**Circulation date: 24 April 2009**

The directors of the Company proposed to shareholders that the following resolution be passed as an ordinary resolution (**Resolution**) at the 2009 Annual General Meeting ("AGM") of shareholders on Tuesday 19 May 2009.

**ORDINARY RESOLUTION**

THAT the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) (the "Act") up to an aggregate nominal amount of £71,939 provided that this authority shall expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2010 or the expiry of 15 months from the date of the passing of this Resolution 6 (whichever is earlier) and, unless and to the extent that such authority is renewed or extended prior to such date, that the Company may before such expiry make an offer or agreement which would, or might, require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby has not expired.

**RESULT OF VOTE**

The undersigned, a director of the Company, confirms that the resolution was carried as an ordinary resolution at the AGM, based upon a vote of the members present.

Signed: For and on behalf of  
Proximagen Neuroscience Plc

.....*James H. H. H.*.....

Date

.....*20 May 2009*.....



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COMPANIES HOUSE